



R3D Resources Limited | ACN: 111 398 040 | ASX: R3D

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20 July 2021

Maria Clemente
Adviser, Listings Compliance (Sydney)
ASX Compliance
20 Bridge Street,
Sydney NSW 2000
Dear Maria

Pre-Quotation Disclosure - Implementation Deed

We refer to your letter of 8 July 2021 with respect to the re-admission to the Official List of ASX Limited (**ASX**) and for a waiver of Listing Rules 9.1(b) and 9.1(c) and advise as follows:

R3D – Tartana Implementation Deed

We confirm completion of the Implementation Deed dated 3 December 2020 between R3D Resources Limited (R3D) and Tartana Resources Limited (Tartana) for the acquisition of 100% of the issued capital in Tartana pursuant to a takeover of Tartana by R3D under Chapter 6 of the *Corporations Act 2001 (Cth)*, as amended by the Variation Deed dated 2 February 2021, (Implementation Deed), the terms of which are discussed in the Prospectus. In particular we confirm that we have lodged with ASIC the required documents to proceed to Compulsory Acquisition as required by clause (e) of the Variation Deed dated 2 February 2021 and have despatched compulsory acquisition letters to the nine shareholders who did not accept the takeover offer. We note that R3D shares have today been issued to the former Tartana shareholders who accepted the offer and R3D now owns 99.83% of Tartana's shares.

In relation to the waivers granted by ASX from Listing Rules 9.1(b) and 9.1(c), we confirm that the conditions of those waivers have been satisfied:

- The Company has acquired a relevant interest of at least 90% of shares in Tartana (i.e. 99.83% of Tartana's shares) via an off-market takeover bid.
- The Company has lodged a compulsory acquisition notice with ASIC in respect of the shares it did not acquire.
- The Company has provided compulsory acquisition notices to all persons as required by section 661B of the *Corporations Act 2001 (Cth)*.

The securities of the Company issued to the Tartana shareholders are subject to escrow restrictions in Chapter 9 and Appendix 9B of the Listing Rules and appropriate holding locks have been put in place by Computershare and Restriction Deeds have been supplied to ASX.

Yours sincerely

R3D Resources Limited

A handwritten signature in black ink, appearing to read 'R Waring', with a circular flourish underneath.

Robert J Waring
Company Secretary